

EXHIBIT B

Page 1

1 UNITED STATES DISTRICT COURT
2 SOUTHERN DISTRICT OF TEXAS
3 HOUSTON DIVISION
4 Case No. 4:19-CV-00957
5 -----x
6 In re ALTA MESA RESOURCES, INC.
7

8 SECURITIES LITIGATION
9 -----x
10 Civil Action No. 4:22-cv-02590
11 -----x
12 ORBIS GLOBAL EQUITY LE FUND (AUSTRALIA
13 REGISTERED), ORBIS GLOBAL EQUITY FUND
14 (AUSTRALIA REGISTERED), ORBIS GLOBAL
15 BALANCED FUND (AUSTRALIA REGISTERED),
16 ORBIS SICAV, ORBIS INSTITUTIONAL GLOBAL
17 EQUITY L.P., ORBIS GLOBAL EQUITY FUND
18 LIMITED, ORBIS INSTITUTIONAL FUNDS
19 LIMITED, ALLAN GRAY AUSTRALIA BALANCED
20 FUND, ORBIS OEIC, and ORBIS INSTITUTIONAL
21 U.S. EQUITY L.P.,
22

23 Plaintiffs,
24 - against -
25 ALTA MESA RESOURCES, INC., f/k/a SILVER
RUN ACQUISITION CORPORATION II; RIVERSTONE
HOLDINGS LLC; ARM ENERGY HOLDINGS LLC;
BAYOU CITY ENERGY MANAGEMENT, LLC; HPS
INVESTMENT PARTNERS, LLC; JAMES T.
HACKETT, HARLAN H. CHAPPELLE, WILLIAM
GUTERMUTH, JEFFREY H. TEPPER, DIANA J.
WALTERS; MICHAEL E. ELLIS; RONALD SMITH;
DON DIMITRIEVICH; PIERRE F. LAPEYRE, JR.;
DAVID M. LEUSCHEN; WILLIAM W. MCMULLEN;
DONALD SINCLAIR; STEPHEN COATS; and THOMAS
J. WALKER

26 Defendants.
27 -----x
28

29 July 14, 2023
30 9:06 a.m.

31 * CAPTION CONTINUED *
32

Page 2

1

2

3 VIDEOTAPED DEPOSITION of ALEC CUTLER,

4 held at the offices of Latham & Watkins

5 LLP, located at 1271 Avenue of the

6 Americas, New York, New York 10020, before

7 Anthony Giarro, a Registered Professional

8 Reporter, a Certified Realtime Reporter and

9 a Notary Public of the State of New York.

10

11

12

13

14

15

16

17

18

19

20

21

22

23

24

25

[PAGES INTENTIONALLY OMITTED]

1 A Either. It's nothing
2 consistent.

3 Q Do you recall doing so with
4 respect to Alta Mesa or Silver Run II?

5 A I don't recall.

6 Q Do you recall Adam making
7 recommendations with respect to these
8 five funds for Alta Mesa or Silver Run
9 II?

10 A I do.

11 Q Do you recall following up
12 with Adam about any of those
13 recommendations?

14 A My recollection from the
15 documents that I saw, I can think of at
16 least one instance where I did. But I'm
17 not sure I followed up with Adam directly
18 or with Brad.

19 Q What document are you
20 recalling that refreshed your
21 recollection about having reached out to
22 Adam or Brad?

23 A I think it was around the
24 lead-up to the vote to approve the
25 transaction. And I think what I recall

[PAGES INTENTIONALLY OMITTED]

1 the RCAs. I didn't see an e-mail that
2 had me telling them I may have called
3 Adam. I don't know.

4 Q So over the next several
5 weeks, you're executing these trades,
6 selling down your position in AMR?

7 A Yes.

8 Q Is it in all four funds?

9 A I think I may have sold out
10 of one fund earlier. Let me see. I
11 could figure that out quickly. No, I
12 can't. So I sold out of SMBF, the Allan
13 Gray Australia Balanced Fund on the 12th.
14 And the rest of the funds were all being
15 sold together, starting on the 13th of
16 December.

17 Q And how do you know you sold
18 out of SMBF on the 12th?

19 A Because it only shows up
20 once on the list. And I recall that it
21 may have needed cash.

22 Q Stepping back for sort of a
23 bigger topic question for a second, do
24 you trade on each of these funds
25 differently, so like SMBF making an

[PAGE INTENTIONALLY OMITTED]

1 MS. SADIGHI: Objection.

2 A No.

3 Q Are you able to transfer
4 shares?

5 A It does, by the way, look
6 like I took a break there. You see I
7 stopped trading on the 19th and started
8 again on the tenth.

9 Q Are you able to transfer
10 shares amongst the ten funds that we're
11 talking about today, the ten Orbis funds?
12 So if you wanted to get rid of some
13 shares, you could transfer them to U.S.
14 L.P., for example; U.S. L.P. could
15 transfer cash back to your funds?

16 MS. SADIGHI: Objection to
17 form.

18 A It is possible. You have to
19 do it through a broker. And so it winds
20 up being -- it's called a wash trade.
21 And you wind up doing it through a broker
22 at an agreed upon price.

23 Q And is that at times -- do
24 you evaluate whether that's more
25 economical for your funds, to do a wash

[PAGES INTENTIONALLY OMITTED]

1 either way?

2 A I don't know for sure either
3 way. But it wouldn't have been very cool
4 for me to start selling this without
5 letting him know, just as a courtesy.

6 Q The complaint alleges that
7 if Orbis began to sell its stock, it
8 could depress the stock price? Do you
9 agree with that?

10 A It could, depending on how
11 you trade it.

12 Q Did you and Adam coordinate
13 your sales so that Adam could purchase at
14 a lower sales price?

15 A No.

16 MS. SADIGHI: Objection.

17 A I can tell you why it looks
18 the way it looks. And we all had
19 different philosophies and practices in
20 our trading. I do not stop -- I stop
21 trading before Christmas. And then I
22 wait until after New Years to start
23 trading again because the liquidity
24 crashes as you might expect going into
25 Christmas week and then through New Years

[PAGES INTENTIONALLY OMITTED]

1 Okay.

2 Q So why are you buying if
3 Brad told you that this was one of the
4 least helpful calls he had seen and the
5 recommendation was to hold?

6 A So, again, I'm trying to go
7 back into my time machine. And this
8 would be a factor in my -- in my
9 calculus, in my mosaic. I don't know
10 what else was in the mosaic. I would
11 note that he says two other things, AMR
12 reiterated its 2018 and '19 -- reiterated
13 its 2018 and '19 guidance with its
14 update. The thesis is still on track.
15 And the company is a buy. I think the
16 dramatic sell-off at the open, so the
17 stock went down with the subsequent
18 rally, reflects this interpretation of a
19 near-term miss, but long-term
20 progression.

21 So I think I would have
22 taken that into account. It may be
23 anything from a big inflow into these
24 funds or subsequent conversations that
25 Brad and Adam had with management. I

[PAGES INTENTIONALLY OMITTED]

1 A I don't know -- I mean the
2 market's everybody.

3 Q It's publicly disclosed;
4 right?

5 A Publicly disclosed.

6 Q What could Brad and Adam
7 learn in a private meeting that would
8 make you know something or act
9 differently than you would have acted on
10 the basis of public information?

11 MS. SADIGHI: Objection.

12 A So typically in a meeting
13 with management, you have questions and
14 queries and concerns about public
15 information, about what's publicly
16 available, about what might be happening
17 in other companies, like Marathon, for
18 instance. And management can reply in a
19 reassuring way without giving you an NPI.

20 Q So a reaffirmation of
21 guidance, for example, that's not
22 material, non-public information?

23 MS. SADIGHI: Objection.

24 Q In your opinion?

25 MS. SADIGHI: Objection.

[PAGES INTENTIONALLY OMITTED]

1 wouldn't characterize it as being in
2 response to the quarterly update,
3 certainly this form of it. There may
4 have been other kinds of follow-ups.

9 Q Why are you guys buying if
10 the recommendation was to -- that it was
11 more prudent to wait?

12 MS. SADIGHI: Objection.

13 A I don't know what all the
14 factors were that went into that.

15 0 This is Document 19.

16 (The above-referred-to
17 document was marked as Orbis Exhibit
18 19 for identification, as of this
19 date.)

20 Q One of the few trades where
21 we do have a RCA.

22 Orbis 19 appears to be an
23 RCA that you put in; right?

24 A Yes, for -- looks like a
25 single fund

[PAGES INTENTIONALLY OMITTED]